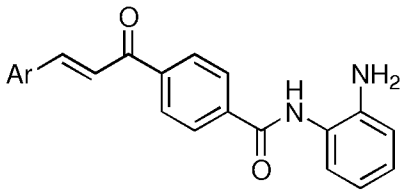
1. (Original) A compound of the following formula:



or pharmaceutically acceptable salt thereof, wherein

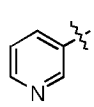
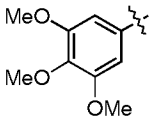
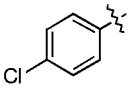
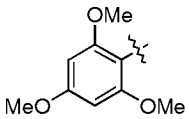
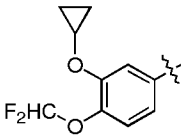
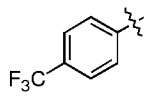
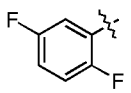
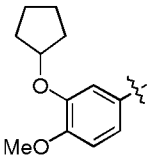
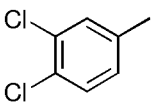
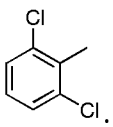
Ar is aryl or heteroaryl, each of which is optionally substituted with from 1 to 3 substituents.

2. (Original) The compound of claim 1 wherein Ar is aryl or pyridinyl.

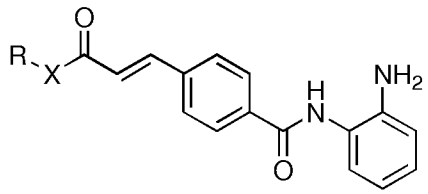
3. (Original) The compound of claim 1 wherein Ar is phenyl.

4. (Original) The compound of claim 1 wherein Ar is substituted with 1-3 substituents selected from the group consisting of halo, C_1-C_6-hydrocarbyl optionally substituted with halo, C_1-C_6-hydrocarbyloxy optionally substituted with halo.

5. (Original) The compound of claim 1 wherein Ar is selected from one of the following:

			
			
	and		

6. (Currently Amended) A compound of the following formula:



or pharmaceutically acceptable salt thereof, wherein

X is -N(R^1)-, -O-, or -S-; or X is a nitrogen-containing heterocyclyl in which a nitrogen is covalently bound to the adjacent carbonyl ~~in structure V~~ and is optionally substituted with from 1 to 3 substituents; and

R and R^1 independently are -H, or optionally substituted a) C_1-C_6-hydrocarbyl or b) R^2-L-, wherein R^2 is aryl or heteroaryl, L is C_0-C_6-hydrocarbyl-L^1-C_0-C_6-hydrocarbyl, and L^1 is a covalent bond, -O-, -S-, or -NH-.

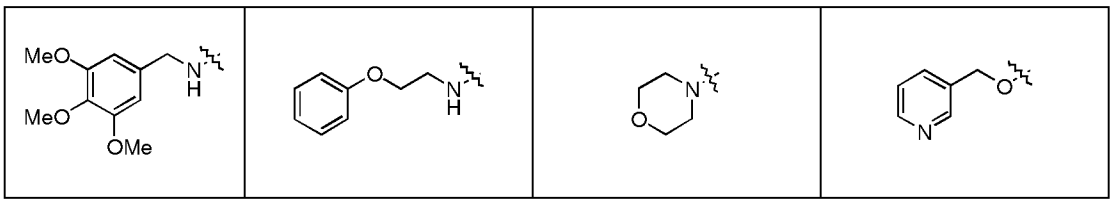
7. (Original) The compound according to claim 6 wherein X is -NH-, -O-, morphilin-4-yl, piperidin-1-yl, piperizin-1-yl, or pyrrolidin-1-yl.

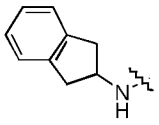
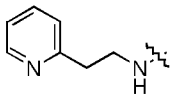
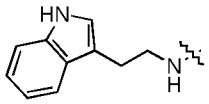
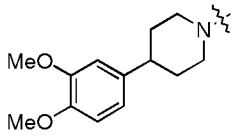
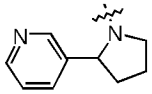
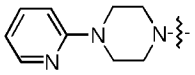
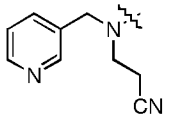
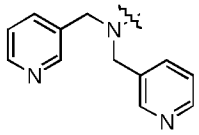
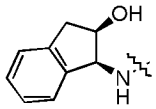
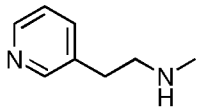
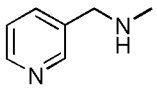
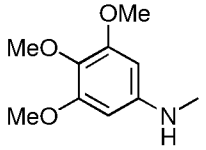
8. (Original) The compound according to claim 6 wherein X is -N(R^1)- wherein R^1 is optionally substituted methyl or ethyl.

9. (Original) The compound according to claim 6 wherein X is -N(R^1)- wherein R^1 is cyanoethyl or pyridinylmethyl.

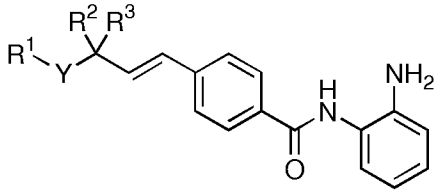
10. (Original) The compound according to claim 6 wherein X is -N(R^1)- wherein R is R^2-L- wherein R^2 is phenyl, pyridinyl, indyl, or indolyl and L is a covalent bond, methyl, ethyl, or oxyethyl.

11. (Original) The compound according to claim 6 wherein the combination of R-X- is selected from the following:



			
			
		 and	 .

12. (Currently Amended) ~~In a third aspect, the invention comprises compounds of the following~~ A compound of formula:



or a pharmaceutically acceptable salt thereof, wherein

Y is -N(R^4)-, -O-, -S-, -N(R^4)SO_2-, - SO_2-N(R^4) -, -SO_2-, -N(R^4)-C(O)-, -C(O)-N(R^4)-, -NHC(O)NH-, -N(R^4)C(O)O-, -OC(O)N(R^4)-, or a covalent bond, and

R^1, R^2, and R^3 independently are -H or R^a-C_0-C_6-hydrocarbyl wherein R^a is -H or R^a is aryl or heteroaryl, each of which is optionally substituted with from 1 to 3 substituents.

R^4 is -H, -C(O)-R^b, -C(O)O-R^b, -C(O)NH-R^b ,or R^c-C_0-C_6-hydrocarbyl wherein

R^b is -H or -C_1-C_6-hydrocarbyl, and

R^c is -H, or aryl or heteroaryl each of which is optionally substituted with from 1 to 3 substituents.

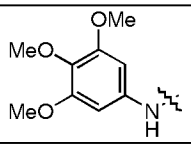
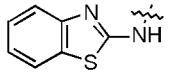
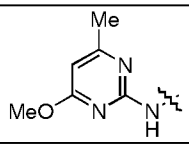
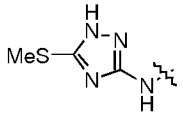
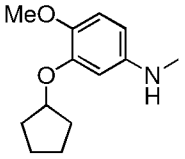
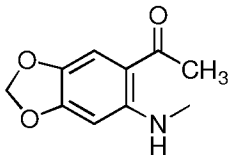
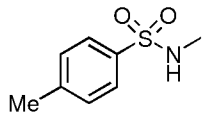
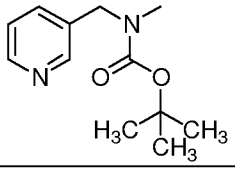
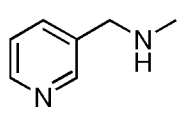
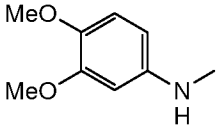
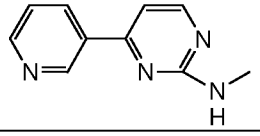
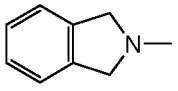
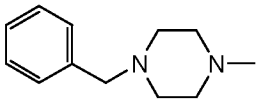
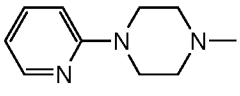
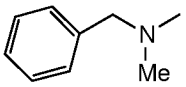
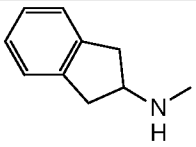
13. (Original) The compound according to claim 12 wherein R^2 and R^3 are both -H.

14. (Original) The compound according to claim 12 wherein Y is -NH-, -SO_2-NH-, or -$N(R^4)$- wherein R^4 is -C(O)O-C_1-C_6-hydrocarbyl.

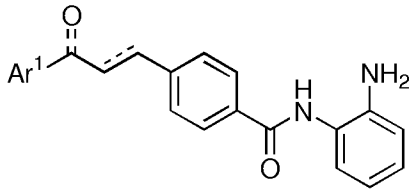
15. (Original) The compound according to claim 12 wherein R^1 is aryl, benzothiazolyl, pyrimidinyl, triazolyl, benzodioxolenyl, or pyridinyl, each of which is optionally substituted with from 1 to 3 substituents.

16. (Original) The compound according to claim 15 wherein R^1 is substituted with from 1-3 substituents independently selected from C1-C_6-hydrocarbyl, C_1-C_6-hydrocarbyloxy, halo, methylthio, and acetyl.

17. (Currently Amended) The compound according to claim 12 ~~selected from the following~~wherein R^1-Y is selected from :

			
			
			
			and
			

18. (Original) A compound of formula:

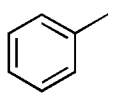
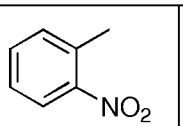
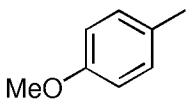
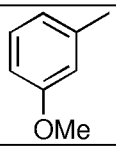
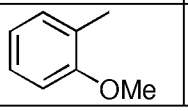
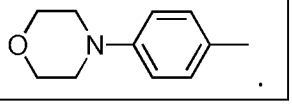


or a pharmaceutically acceptable salt thereof, wherein Ar^1 is aryl or heteroaryl optionally substituted with from 1-3 substituents independently selected from $-NO_2$, CH_3O-, and morpholinyl (*e.g.*, morpholin-4-yl).

19. (Original) The compound according to claim 18 wherein Ar^1 is aryl optionally substituted with from 1-3 substituents independently selected from $-NO_2$, CH_3O-, and morpholinyl (*e.g.*, morpholin-4-yl).

20. (Original) The compound according to claim 18 wherein Ar^1 is phenyl optionally substituted with from 1-3 substituents independently selected from $-NO_2$, CH_3O-, and morpholinyl (*e.g.*, morpholin-4-yl).

21. (Original) The compound according to claim 18 selected from:

			
	and		

22. (Currently Amended) A composition comprising a compound according to any one of claims 1 - 21 and a pharmaceutically acceptable carrier, excipient, or diluent.

23. (Currently Amended) A method of inhibiting histone deacetylase in a cell, comprising contacting a cell in which inhibition of histone deacetylase is desired with an inhibitor of histone deacetylase according to any one of ~~paragraphs~~ claims 1 - 21.

24. (Original) A method of treating a mammal suffering from a cell proliferative disease or condition a therapeutically effective amount of a composition according to claim 22.

25. (Original) The method according to claim 24 wherein the mammal is a human.